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OFFICE OF THE
EXECUTIVE SECRETARY
November 20, 2001
Guy M. Hicks
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VIA HAND DELIVERY

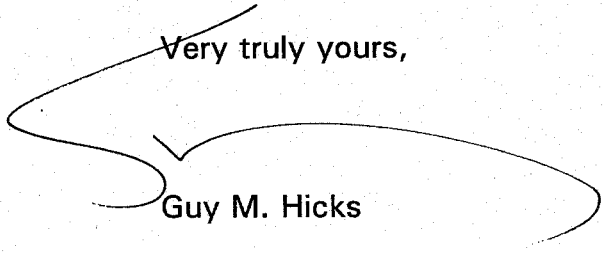
Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: *Docket to Determine the Compliance of BellSouth
Telecommunications, Inc.'s Operations Support Systems with State
and Federal Regulations*
Docket No. 01-00362

Dear Mr. Waddell:

Enclosed please find the original and thirteen copies of the Rebuttal
Testimony of Milton McElroy, Jr. Copies have been provided to counsel of record.

Very truly yours,



Guy M. Hicks

GMH/jej

Enclosure

1 Bellsouth Telecommunications, Inc.
2 Rebuttal Testimony of Milton McElroy, Jr
3 Before the Tennessee Regulatory Authority
4 Docket No. 01-00362
5 November 20, 2001
6
7

8 Q. Please state your name, your position with Bellsouth
9 Telecommunications, Inc., your business address, and your
10 experience and background.
11

12 A. My name is Milton McElroy, Jr. I am employed by BellSouth
13 Telecommunications, Inc. ("BellSouth") as a Director, Interconnection Services.
14 In this position, I am responsible for Operations Support Systems ("OSS")
15 Testing across the BellSouth region. My business address is 675 West
16 Peachtree Street, Atlanta, Georgia 30375. I have over 13 years of experience in
17 Engineering and Operations. I earned a Bachelor of Science degree from
18 Clemson University in Civil Engineering in 1988 and a Master's degree in
19 Business Administration from Emory University in 2001. Additionally, I am a
20 registered Professional Engineer in North Carolina, South Carolina and Alabama.
21

22 Q. What is the purpose of your testimony?
23

24 A. The purpose of my testimony is to rebut the testimony of Mr. Jay Bradbury with
25 AT&T by providing this Authority with information about the Regionality of

1 BellSouth's systems and the Regionality testing conducted by
2 PricewaterhouseCoopers ("PwC") along with Georgia Third Party OSS testing
3 conducted by KPMG.
4

5 **BELLSOUTH'S REGIONALITY**
6

7 Q. PLEASE DESCRIBE THE INDEPENDENT THIRD-PARTY AUDIT OF
8 BELLSOUTH'S REGIONALITY IN LIGHT OF THE TESTIMONY FILED BY MR.
9 BRADBURY'S ON OCTOBER 22, 2001.
10

11 A. As I described in my direct testimony on October 22, 2001, BellSouth engaged
12 PricewaterhouseCoopers ("PwC") to examine BellSouth's assertions on the
13 Regionality of its OSS. PwC's examination was conducted in accordance with
14 "attestation standards" established by the American Institute of Certified Public
15 Accountants ("AICPA"). An "attest engagement" occurs when a practitioner,
16 such as PwC, is engaged to issue a written communication that concludes
17 whether or not the written assertion of another party, such as BellSouth, is
18 reliable. Under the AICPA attestation standards, an examination is the highest
19 level of assurance that can be provided on an assertion and, if positive, results in
20 an opinion by the practitioner, PwC, that the assertions presented are fairly
21 stated in all material respects.
22

23 The purpose of the PwC attestation examination was to provide proof that
24 BellSouth's preordering and ordering OSS are regional and to assure
25 states within BellSouth's region that they could rely on OSS testing and

1 performance results from Georgia. Mr. Bradbury discusses the concept of
2 how Regionality testing emerged on page 4 of his testimony by
3 referencing the Federal Communications Commission (FCC) Order on
4 Southwestern Bell's (SBC) Section 271 application in Kansas and
5 Oklahoma. PwC's modeled their attestation after the SBC's Five-State
6 Regional OSS Attestation Examination that was attached as Exhibit MM-
7 13 in my direct testimony. Because the FCC viewed this model positively,
8 BellSouth has used it as a roadmap. This proof contributed to the
9 unanimous decisions of the Louisiana, Mississippi, and South Carolina
10 Commissions in their endorsements of BellSouth's 271 applications. The
11 only difference between the attestation examinations of SBC and
12 BellSouth is that BellSouth added a second assertion for two of its manual
13 order input systems used by its Local Carrier Service Center. PwC
14 validated the following "Management Assertions," which are included in
15 Exhibit MM-14 of my direct testimony.

16
17 First, BellSouth uses the same pre-order and order OSS throughout its
18 nine-state region to support wholesale CLEC activity. This validation is
19 based on the criteria established in the *Report of Management Assertions*
20 *and Assertion Criteria on BellSouth Telecommunication's Operational*
21 *Support Systems* (Exhibit MM-14).

22
23 Second, BellSouth's DOE (Direct Order Entry) and SONGS (Service Order
24 Negotiation) systems have no material differences in the functionality or
25 performance for service order entry by the LCSC, based on the criteria

1 established in the Report of Management Assertions and Assertion Criteria on
2 BellSouth Telecommunication's Operational Support Systems.

3
4 PwC concluded that its examination provided a reasonable basis for its opinion,
5 in which it determined that the BellSouth management assertions were fairly
6 stated, in all material respects, as of May 3, 2001, based on the criteria set forth
7 in the Affidavit of Robert L. Lattimore of May 21, 2001, and the *Report of*
8 *Management Assertions and Assertion Criteria on BellSouth*
9 *Telecommunication's Operational Support Systems* (Exhibit MM-14). The PwC
10 Report provides data and validated factual assertions that this Authority can rely
11 upon to establish the Regionality of BellSouth's OSS.

12
13 Additionally, PwC performed a second statistically based evaluation of the time it
14 takes to input orders in DOE versus SONGS along with an analysis of
15 downstream errors to confirm the conclusions from the second assertion in the
16 attestation examination. PwC has completed this evaluation and re-
17 substantiated BellSouth's original assertion that there are no material
18 performance differences in DOE and SONGS as can be seen in the DOE and
19 SONGS Comparability Accuracy and Timeliness Report and affidavit of Mr.
20 Robert L. Lattimore of July 20, 2001, which is Exhibit MM-15 of my direct
21 testimony.

22
23 Q. ON PAGE 6 OF MR. BRADBURY'S TESTIMONY, HE CLAIMS THAT
24 THE GEORGIA TEST HAS EVALUATED SOME ASPECTS OF
25 BELL SOUTH'S OSS THAT ARE USED TO SUPPORT APPLICATIONS

1 IN TENNESSEE. HAS BELL SOUTH IDENTIFIED ANY PROCESSES,
2 SYSTEMS OR PROCEDURES USED IN TENNESSEE THAT ARE
3 DIFFERENT FROM THOSE USED IN GEORGIA AND FLORIDA?
4

5 A. There is only one system difference between Tennessee and those that
6 were tested in Georgia. As previously discussed in the second assertion,
7 BellSouth utilizes the DOE system (used in Georgia and Florida, and the
8 other original Southern Bell states) and SONGS (used in Tennessee and
9 the other original South Central Bell states) as an internal order
10 presentation and creation system within the Local Carrier Service Center
11 (LCSC). Service representatives within the LCSC input CLEC submitted
12 Local Service Requests (LSRs) into DOE or SONGS, which presents the
13 information into BellSouth's Service Order Communications System
14 (SOCS) for service order creation. It is important to remember that
15 CLECs submit standard LSRs to the LCSC regardless of the state where
16 the service is being provided. These common LSRs are then input into
17 DOE or SONGS and then accepted in SOCS. All these requests face the
18 same set of service order edits that are housed within the SOCS system.
19 In simple terms, you have the same input and the same output for the
20 service request regardless of the presentation of information through DOE
21 or SONGS.

22
23 There are no other CLEC interfacing pre-order and order OSS processes,
24 systems or procedures that are different for any state within BellSouth's
25 region. Mr. Bradbury attempts to raise an issue where there are

1 differences with data within BellSouth's systems or actual technicians who
2 drive the trucks and install the service. There may or may not be a 101
3 Volunteer Street in other states, but this type of data is not relevant to the
4 Regionality of BellSouth's systems.

5
6 Q. HAVE ANY OTHER STATES COMMENTED ON BELL SOUTH'S
7 REGIONALITY?

8
9 A. Yes. The Louisiana (a former SCB State within BellSouth's region) Public
10 Service Commission (LPSC) supports BellSouth's position on Regionality.
11 On pages 26-96 of the Evaluation of the LPSC, filed on October 19, 2001
12 at the FCC, the LPSC discussed its findings regarding the "Regionality"
13 and "sameness" of BellSouth's OSS. The LPSC, on page 26, determined
14 that BellSouth demonstrated sameness according to the Commission's
15 Kansas/Oklahoma Order, ¶¶ 110-116: "BellSouth provided substantial
16 evidence either that there is a shared use of a single OSS, or, it relies in
17 part on separate systems, that the OSS can be reasonably expected to
18 behave the same in all states." Among other things, the Louisiana PSC
19 found that:

- 20 • BellSouth has a single set of OSS that operate on a region-wide
21 basis. (See page 26.)
- 22 • All the electronic interfaces used by the CLECs to access BellSouth's OSS
23 are the same throughout the region. (See page 26.)

- 1 • In the Louisiana Commission's opinion, this [PwC] attestation tends to
2 support the accuracy of BellSouth's claim to operate its OSS on a region-
3 wide basis. (See page 27.)
- 4 • While AT&T went to great lengths to identify the differences in BellSouth's
5 systems and processes, the LPSC determines that BellSouth has refuted
6 such allegations sufficiently for this Commission to confirm the Regionality
7 of BellSouth's OSS. (See page 30.)

8 In addition, Mississippi, South Carolina and Louisiana support BellSouth's
9 Regionality through their unanimous state 271 decisions.

10
11 Mr. Bradbury has complained extensively about BellSouth's assertions and proof
12 that its systems are regional. In paragraph 264 of the comments he filed with the
13 FCC on BellSouth's Georgia and Louisiana Application, he claims that the PwC
14 report is suspect since no state agency supervised PwC's review. Again
15 BellSouth modeled its attestation after SBC. SBC engaged E&Y to begin its
16 review in response to a request by the FCC to verify that the SBC pre-order and
17 order OSS were the same throughout their five state operating (SWBT) region.
18 The FCC endorsed this Regionality approach.

19
20 In paragraph 268 of his FCC comments, Mr. Bradbury discusses the fact that
21 PwC did not review any of BellSouth's backend legacy systems since they were
22 "out of scope." He is correct. PwC reviewed only the front-end CLEC interfaces
23 (TAG, EDI and LENS) through SOCS. However, he states that "this fact alone
24 distinguishes PwC's review from that conducted of Southwestern Bell's OSS by
25 Ernst and Young." He goes on to state that PwC did not review the BellSouth

1 systems that performed parallel editing functions (LEO, LESOG and SOCS).
2 Neither of these statements is true. First, neither BellSouth nor SBC attestation
3 examinations reviewed backend legacy systems used for pre-ordering and
4 ordering functions. Both attestations reviewed the front-end interfaces and the
5 systems used through the point of service order creation, which was SORD for
6 SBC and SOCS for BellSouth. Second, the PwC report and affidavit (Exhibit
7 MM-14 of my direct testimony) clearly describe which systems PwC examined;
8 and LEO, LESOG and SOCS were included. This was an attempt to distort the
9 facts of BellSouth's Regionality assertion and PwC's confirmation.
10

11 Q. PLEASE SUMMARIZE YOUR COMMENTS ON REGIONALITY TESTING.
12

13 A. BellSouth adopted the roadmap that SBC used to provide the proof and gain the
14 support and approval of state and federal commissions. PwC examined
15 BellSouth's assertions on the Regionality of BellSouth's OSS in accordance with
16 attestation standards established by the American Institute of Certified Public
17 Accountants and PwC concluded that its examination provided a reasonable
18 basis for its opinion that the BellSouth management assertions were fairly stated,
19 in all material respects. In fact, Mr. Robert Lattimore with PwC filed a Reply
20 Affidavit on November 13, 2001 with the FCC addressing these and other issues
21 that have arisen in CLEC comments to the FCC and state proceedings. His
22 affidavit is attached as my rebuttal Exhibit MM-1. This Authority can rely on the
23 PwC report as a component of BellSouth's evidence in this proceeding.
24

25 **GEORGIA THIRD PARTY TEST**

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Q. ON PAGE 6 OF MR. BRADBURY'S TESTIMONY, HE INDICATES THAT ONLY SOME OF THE ASPECTS OF BELL SOUTH'S OSS THAT ARE USED TO SUPPORT OPERATIONS IN TENNESSEE HAVE BEEN EVALUATED. CAN YOU PLEASE DESCRIBE THIRD-PARTY TEST AND THE EXTENT TO WHICH IT IS APPLICABLE TO TENNESSEE?

A. Yes. Please allow me to provide some background on the Georgia OSS test and then discuss its applicability to Tennessee. The FCC's ("Commission's") New York Order (§89)¹ emphasizes that commercial or operational readiness can be evidenced in several ways: actual commercial usage, carrier-to-carrier testing, independent third party testing, and internal testing. The FCC has repeatedly stated that actual commercial usage is the most probative evidence that OSS functions are operationally ready (e.g., New York Order, §89). BellSouth's interfaces have been used commercially for several years, which alone clearly demonstrates the operational readiness of these interfaces. These interfaces, however, have also been subjected to extensive third party testing and/or to carrier-to-carrier testing, as will be described below.

In §100 of its New York Order, the Commission stated, "the persuasiveness of a third-party review is dependent on the conditions and scope of the review." In addition to scope, depth, and surrounding conditions, the following qualities led the Commission "...to treat the

¹ *Application by Bell Atlantic New York for Authorization Under Section 271 of the Communications Act to Provide In-Region, InterLATA Service in the State of New York*, Memorandum Opinion and Order, 15 FCC Rcd 3953 (1999) ("New York Order").

1 conclusions in the KPMG Final Report as persuasive evidence of Bell
2 Atlantic's OSS readiness." These qualities are: independence, military-
3 style testing philosophy, efforts to place themselves in the position of an
4 actual market entrant, and efforts to maintain blindness when possible.
5 The independent third-party test ordered by the Georgia Commission has
6 all of those qualities. I will discuss the independent third-party test in
7 Georgia throughout this testimony.

8
9 On May 20, 1999, the Georgia Commission issued its Order of Petition for
10 Third Party testing in Docket No. 8354-U. Based on substantial
11 involvement in the development and operation of BellSouth's electronic
12 interfaces and OSS, the Georgia Commission concluded that a focused
13 third-party audit would be suitable for Georgia. The Georgia Commission
14 determined that the Georgia third-party audit should focus on the specific
15 areas of OSS that had not yet experienced significant commercial usage,
16 and about which competing local exchange carriers ("CLECs") had
17 expressed concerns regarding operational readiness.

18
19 As originally conceived, the Georgia third-party test specifically addressed
20 the following elements of BellSouth's OSS infrastructure: electronic
21 interfaces to the OSS (TAG, EDI, TAFI, ECTA, ODUF, ADUF, CRIS, and
22 CABS²); Unbundled Network Elements ("UNE") analog loops (with and
23 without number portability); UNE switched ports; UNE business and

² TAG (Telecommunications Access Gateway); EDI (Electronic Data Interchange); TAFI (Trouble Analysis Facilitation Interface); ECTA (Electronic Communications Trouble Administration); ODUF (Optional Daily Usage File); ADUF (Access Daily Usage File); CRIS (Customer Record Information System); CABS (Carrier Access Billing System).

1 residence port-loop combinations; Local Number Portability ("LNP"); all
2 five core OSS processes (pre-ordering, ordering, provisioning,
3 maintenance and repair, and billing) along with Capacity Management and
4 Change Management; and normal and peak volume testing of the
5 electronic interfaces for pre-ordering, ordering, and maintenance and
6 repair using a representative service mix of resale services and UNE
7 transactions. The Georgia Commission also required an audit of
8 BellSouth's Flow-through Service Request Report for the latest three
9 months of data.

10
11 On June 15, 1999, the Georgia Commission approved two audit firms,
12 KPMG and Hewlett-Packard. On June 28, 1999, the Georgia Commission
13 issued an order approving the initial third-party Master Test Plan ("MTP").
14 I have provided a copy of the MTP as Exhibit MM-1 in my direct testimony
15

16 On January 12, 2000, the Georgia Commission issued an order requiring
17 BellSouth to initiate additional testing of its OSS. The Supplemental Test
18 Plan ("STP"), provided as Exhibit MM-2 in my direct testimony, includes:
19 an assessment of the change management process as it applied to the
20 implementation of Release 6.0 (also known as "OSS99"); an evaluation of
21 the current pre-ordering, ordering, and provisioning of xDSL compatible
22 loops; a functional test of resale pre-ordering, ordering, provisioning,
23 maintenance and repair, and billing transactions for the top 50
24 electronically orderable retail services available for resale that have not
25 experienced significant commercial usage; and an evaluation of the

1 processes and procedures for the collection and calculation of
2 performance data. Together, the MTP and STP provide a complete
3 description of the processes, systems and procedures used by BellSouth
4 to provide wholesale elements and services to CLECs in Tennessee.

5
6 The CLECs have been active throughout the third-party testing process in
7 Georgia. The Georgia Commission considered the input of the CLECs,
8 such as that obtained from the OSS workshop in 1997, as well as CLEC
9 filings encouraging the Georgia Commission to adopt a third party testing
10 plan. The CLECs have filed comments on the Master and Supplemental
11 Test Plans, and on KPMG's status reports. On January 20, 2000, with the
12 support of BellSouth and the Georgia Commission, KPMG invited the
13 CLECs to participate in weekly conference calls to discuss the status of
14 the third-party test, including exception resolution, and to entertain any
15 questions the CLECs might have about the progress of the test. In
16 addition, CLECs have had the option to file written responses to each
17 interim status report filed by KPMG. KPMG also conducted numerous
18 CLEC interviews, and posted all exceptions and meeting minutes to a
19 website accessible to all CLECs. In cases where it was not practical for
20 KPMG to conduct transactions as a pseudo-CLEC, such as in the
21 provisioning of xDSL loops and the ordering of LNP, CLECs supplied test
22 scenarios for the test plan, and KPMG had the CLECs submit selected
23 orders on its behalf (e.g. LNP and xDSL). Finally, CLECs have also been
24 given the opportunity by Commissions to discover the basis for KPMG's
25 conclusions, which included serving voluminous discovery requests and

1 deposing both KPMG and BellSouth witnesses, as well as to cross-
2 examine KPMG's principal witnesses at the May 8, 2001 Georgia hearing
3 and the October 29, 2001 North Carolina hearing. In short, CLECs were
4 actively involved in the test process and subsequent state proceedings.

5
6 Details of KPMG's evaluation and methods of analysis, and the results of
7 the MTP, the STP, and the Flow-Through Evaluation Plan, are contained
8 in the *Master Test Plan Final Report* ("MTP Final Report"), the
9 *Supplemental Test Plan Final Report* ("STP Final Report"), and the *Flow-*
10 *Through Evaluation*, which were filed at the Georgia Commission on
11 March 20, 2001. The MTP Final Report, the STP Final Report, and the
12 Flow-Through Evaluation were attached as Exhibits MM-3 through MM-5
13 in my direct testimony.

14
15 KPMG's Final Report was filed with the Georgia Commission on March
16 20, 2001. In the report, KPMG defines its evaluation criteria as "the
17 norms, benchmarks, standards, guidelines used to evaluate items
18 identified for testing. Evaluation criteria also provided a framework for
19 identification of the scope of tests, and the types of measures that must be
20 made during testing, and the approach necessary to analyze results."
21 Throughout the test, KPMG analyzed over 1,170 criteria in eight functional
22 areas. KPMG analyzed each criterion, and the results fell into five
23 categories: satisfied, not satisfied, not complete, no result (also known as,
24 "no report"), and not applicable. KPMG determined that 95.5 percent of
25 the criteria were 'satisfied', 1.8 percent are "not satisfied," 1.5% are "no

1 report,” and 0.3% are “not applicable. Eleven criteria (0.9 percent; all
2 metrics) remain categorized as “not complete” at this time. Of the few
3 ‘not-satisfied’ criteria, KPMG has given its professional opinion that most
4 of these items would not, in and of themselves, have a material adverse
5 impact on competition. In its opinion letter of March 20, 2001, KPMG
6 stated, “no deficiencies creating potentially material adverse impacts on
7 competition currently exist in the test categories of Pre-Ordering, Billing,
8 Maintenance & Repair, Capacity Management, Change Management, and
9 Flow-Through.” (See Exhibit MM-6 of my direct testimony)

10
11 The results related to certain criteria have been supplanted by commercial
12 data, because of changes that have been applied to the BellSouth OSS
13 and processes. This commercial data, which is more probative than any
14 testing data, (see, e.g., Second Louisiana 271 Order ¶¶86), demonstrates
15 that BellSouth currently is performing at a level that provides
16 nondiscriminatory access.

17
18 To assist this Authority with determining the extent that these results from
19 the Georgia Third Party Test are applicable to Tennessee, BellSouth filed
20 a matrix on the Georgia and Florida tests, and their applicability to
21 Tennessee from a process, system and procedure prospective. This
22 matrix provides a description of each test and the associated evaluation
23 criteria or test points used in the Georgia Test and being used in the
24 Florida Test. It also contains a column, which highlights the evaluation
25 criteria or test points that would be applicable to Tennessee

1

2 Q. PLEASE SUMMARIZE YOUR COMMENTS ON THE GEORGIA TEST.

3

4 A. The Georgia Test met its objective of providing – in conjunction with extensive
5 commercial usage in Georgia – a comprehensive, independent third-party test of
6 the readiness of BellSouth's Operational Support Systems, related interfaces,
7 documentation and processes to support local market entry by CLECs. This
8 Authority can look to the Final Reports of the Test (Exhibits MM-3 to MM-5 of my
9 direct testimony) and the applicability matrix for Tennessee as evidence that
10 specific third party testing is not needed in Tennessee.

11

12 This concludes my testimony

13

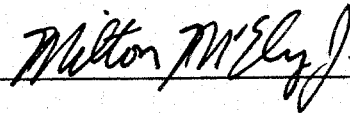
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AFFIDAVIT

STATE OF: Georgia
COUNTY OF: Fulton

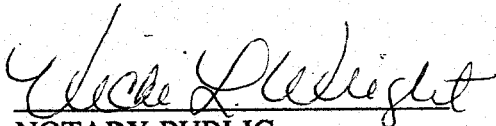
BEFORE ME, the undersigned authority, duly commissioned and qualified in and for the State and County aforesaid, personally came and appeared Milton McElroy, Jr. - Director, Interconnection Services, BellSouth Telecommunications, Inc., who, being by me first duly sworn deposed and said that:

He is appearing as a witness before the Tennessee Regulatory Authority in Docket No. 01-00362 on behalf of BellSouth Telecommunications, Inc., and if present before the Authority and duly sworn, his testimony would be set forth in the annexed testimony consisting of 15 pages and 1 exhibit(s).



Milton McElroy, Jr.

Sworn to and subscribed
before me on November 20, 2001


NOTARY PUBLIC

Notary Public, Cobb County, Georgia
My Commission Expires June 19, 2005

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**
Nashville, Tennessee

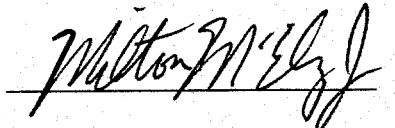
In re:

Docket to Determine the)
Compliance of BellSouth)
Telecommunications, Inc.'s.)
Operations Support Systems with)
State and Federal Regulations)

Docket No.: 01-00362

AFFIDAVIT OF MILTON McELROY, JR.

I, Milton McElroy, Jr., hereby certify that my testimony filed in this docket is current, Tennessee specific, or otherwise relevant to Tennessee. Any regional information provided is relevant to Tennessee. Any regional information is relevant to the extent it gives an indication of how the region is performing and, therefore, how performance in Tennessee should be viewed.



Milton McElroy, Jr.

Exhibit MM-1

Reply Affidavit of Mr. Robert Lattimore

**Rebuttal Testimony of Milton McElory, Jr.
BellSouth Telecommunications
Before The
Tennessee Regulatory Authority
Docket No. 01-00362
November 20, 2001**

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of

Joint Application by BellSouth Corporation,
BellSouth Telecommunications, Inc.,
and BellSouth Long Distance, Inc. for
Provision of In-Region, InterLATA
Services in Georgia and Louisiana

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CC Docket No. 01-277

REPLY AFFIDAVIT OF ROBERT L. LATTIMORE

State of Georgia

)
)
)

County of Fulton

Robert Lattimore, having first been duly sworn, hereby states as follows:

1. I am a Global Risk Management Solutions (GRMS) partner in PricewaterhouseCoopers LLP's (PwC's) Telecommunications Industry Practice. In this capacity, I am responsible for providing information technology assurance services to PwC's telecommunications clients. I am a Certified Public Accountant with over 17 years of relevant experience including performing audits of financial statements and attestations in a variety of industries. I also lead the data management practice for the PwC's Southeast Region which delivers data and transactional analysis, data quality and transformation services for new system implementations and stand-alone database development.
2. I directed and coordinated PwC's performance of an attestation examination of the BellSouth Telecommunications, Inc. (BST) management assertions that: (1) the same pre-ordering and ordering operational support systems (OSS), processes and procedures are used to support competing local exchange carrier (CLEC) activity across BST's nine-state

region, and that (2) there are no material differences in the functionality or performance of BST's Direct Order Entry (DOE) and Service Order Negotiation System (SONGS) systems. For more information on the nature and scope of this work, I would like to refer you to my Affidavit dated May 21, 2001 attached hereto as Exhibit 1.

3. I also directed and coordinated PwC's performance of additional procedures regarding the timeliness and accuracy of transactions input into DOE and SONGS as described within our report dated July 20, 2001. For more information on the nature and scope of this work, I would like to refer you to my Affidavit dated July 20, 2001 attached hereto as Exhibit 2.
4. In response to the WorldCom declaration of Sherry Licthenberg, Rene Desrosiers, Karen Kinard and Richard Cabe, dated October 22, 2001, paragraph 119 "BellSouth relies on a Price Waterhouse Report to conclude these systems are equivalent. But an evaluation by Price Waterhouse without any input from CLECs, is not a substitute for a truly independent third-party test, much less for commercial experience," we have prepared this affidavit.
5. I believe that confusion stems from a lack of understanding of the objectives of the Georgia Third Party Testing (Third Party Test) performed by KPMG and the OSS Regionality Attestation Examination completed by PwC.
6. The objective of the Third Party Test completed by KPMG was to test commercial readiness of BellSouth's Operational Support Systems. The objective of the OSS Regionality Attestation examination completed by PwC was to express an opinion on the regionality of BellSouth's OSS within their nine-state operating region. While the Third Party Test, by its nature, required the participation by the CLECs on their commercial readiness, the regionality of the OSS, in our opinion, did not require this. The criteria around sameness and comparability were taken by BellSouth from SBC Kansas/Oklahoma

Order which has undergone due process review by the FCC. We feel the criteria set forth by BellSouth is understandable and therefore acceptable for general use. The BellSouth defined assertions are described in my affidavit, dated May 21, 2001 (see Exhibit 1), were subject to sameness and comparability criteria.

7. Under Examination Attestation guidelines, practitioners design their own procedures to provide assurance over the validity of Management's assertions. We designed our procedures based upon our belief that information available solely from BellSouth would provide sufficient evidence to render an opinion on their assertions. Information available from BellSouth included among other items described in my affidavits dated May 21, 2001 (Exhibit 1) and July 20, 2001 (Exhibit 2), were exception reports. As BellSouth develops and maintains their own systems and processes, we did not feel it necessary to contact CLECs for additional information.
8. Also, I would like to address the following statement from the declaration of Sherry Lichtenberg, Rene Desrosiers, Karen Kinard and Richard Cabe, dated October 22, 2001, paragraph 119,: "There is not sufficient basis to conclude that DOE and SONGSs will perform equivalently." Lichtenberg/Desrosiers/Kinard/Cabe Declaration ¶ 119. We examined the following BellSouth assertion:

"BST's DOE and SONGS systems have no material differences in the functionality or performance for service order entry by the Local Carrier Service Centers (LCSC)."

We were not asked by the Company to determine that these systems would perform equivalently, but that there was no material difference in functionality or performance.

9. One element for which our conclusion was based, among others, in evaluating that there was no material differences between DOE and SONGS was the amount of time required to

process a service order. As stated in my affidavit dated May 21, 2001 attached as Exhibit 1, we had a rough estimate of approximately fifteen minutes for each system. Our opinion was further collaborated by the results of our review of the timeliness and accuracy of transactions input into DOE and SONGS, as described within my affidavit dated July 20, 2001 attached as Exhibit 2, which found the average time to input an order in DOE and SONGS from initial data input to successful submission into SOCS was the following:

| | DOE | SONGS |
|------------------------------|---------|---------|
| Average input time (min:sec) | 0:08:22 | 0:05:25 |

When compared to a FOC timeliness performance measurement of 18 hours, this difference is not considered a material difference.

Also, we also determined that the percentage of orders input into DOE and SONGS that resulted in downstream system edit errors was the following:

| | DOE | SONGS |
|---------------------|-------|-------|
| Accuracy Percentage | 19.7% | 20.0% |

10. The AT&T declaration of Jay M. Bradbury dated October 19, 2001, paragraph 268 states, "Although BellSouth suggests that the attestation of PWC is 'closely modeled' after the Ernst & Young attestation, Ernest & Young's review included two critical OSS systems of SWBT – LASR and SORD – which, *inter alia*, edit electronically-submitted CLEC orders after they are sent by CLECs. By contrast, PWC did not review the

BellSouth systems that performed parallel editing functions (LEO, LESOG, and SOCS)."

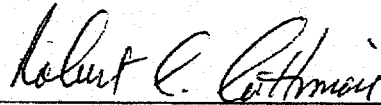
This statement is incorrect as electronically-submitted orders were in fact tested through these systems as I have already described in my affidavit dated May 21, 2001 attached as Exhibit 1.

11. Also, the declaration of Jay M. Bradbury dated October 19, 2001, paragraph 272, footnote 106 states, "Although Mr. Stacy asserts that the May 3rd attestation of PWC addressed the performance of DOE and SONGS, his own description of PWC's review makes clear that PWC examined only process similarities (such as the similarities of the transactional input into the two interfaces), not actual performance. Stacy Aff., ¶ 682. Indeed, the subsequent PWC accuracy and timeliness evaluation of DOE and SONGS belies any claim that the original attestation reviewed such areas. Mr. Stacy acknowledges that the subsequent review was requested by BellSouth after the above-described May 10, 2001, informal conference with the Kentucky PSC staff, where Staff criticized PWC for failing to evaluate the success rate of DOE and SONGS." We examined BellSouth's assertion for both functionality and performance of DOE and SONGS, based upon the stated criteria, and issued our opinion dated May 3, 2001. In my affidavit dated May 21, 2001 included as Exhibit 1, our procedures performed are described and provided the type of evidence we required to form a basis for our opinion. As stated in paragraph 9 above, the subsequent testing of timeliness and accuracy as described in my affidavit dated July 20, 2001, provided further corroborations for the original opinion dated May 3, 2001, but was not necessary for us to reach such a conclusion based upon the stated criteria and the results of our procedures performed. As stated in paragraph 9 above, we had tested a non-statistical sample of DOE and SONGS

local service orders to test the duration of time for an order to be submitted to SOCS. Upon discussion with the Kentucky PSC staff on May 10, 2001, it was determined that the assertions and assertion criteria on DOE and SONGS did not address accuracy of back-end edit checks of SOCS. It was also determined that the Kentucky PSC staff desired to see the results of a statistical sample of orders vs. the use of non-statistical selection method for timeliness of processing orders in DOE and SONGS and accuracy of back-end edit checks of SOCS. Therefore, the subsequent review was requested by BellSouth to address these specific areas, the results of which are included in our report dated July 20, 2001 as described in my affidavit attached as Exhibit 2.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on November 8, 2001.

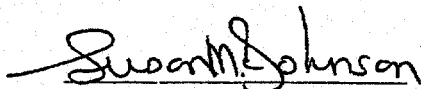


Robert L. Lattimore
Partner, PricewaterhouseCoopers LLP

STATE OF GEORGIA
CITY OF ATLANTA

Subscribed and sworn to before me

This 8th day of November, 2001.


Notary Public

Notary Public, Gwinnett County, Georgia
My Commission Expires Jan. 26, 2002

CERTIFICATE OF SERVICE

I hereby certify that on November 20, 2001, a copy of the foregoing document was served on counsel for known parties, via the method indicated, addressed as follows:

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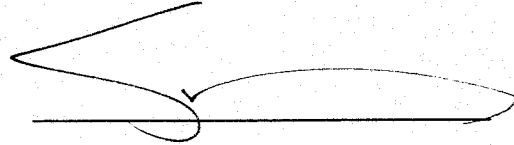
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A handwritten signature in black ink, appearing to read "Jack Robinson", written over a horizontal line.